

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**TALEN ENERGY SUPPLY, LLC,**

**Debtor.**

**Tax I.D. No. (23-3074920)**

**In re:**

**TALEN MONTANA HOLDINGS, LLC,**

**Debtor.**

**Tax I.D. No. (54-1929267)**

**In re:**

**TALEN MONTANA, LLC,**

**Debtor.**

**Tax I.D. No. (54-1928759)**

## Chapter 11

**Case No. 22-90054 (MI)**

**(Emergency Hearing Requested)**

## Chapter 11

**Case No. 22-\_\_\_\_\_ ([●])**

**(Emergency Hearing Requested)**

## Chapter 11

**Case No. 22-\_\_\_\_\_ ([●])**

**(Emergency Hearing Requested)**

**In re:**

**MONTANA GROWTH HOLDINGS  
LLC,**

**Debtor.**

**Tax I.D. No. (87-2099021)**  
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**In re:**

**COLSTRIP COMM SERV, LLC,**

**Debtor.**

**Tax I.D. No. (81-0529047)**  
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**In re:**

**TALEN GENERATION, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022597)**  
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**In re:**

**MONTOUR, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022599)**  
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**(Emergency Hearing Requested)**

**Chapter 11**

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**(Emergency Hearing Requested)**

**In re:**

**BRUNNER ISLAND, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022596)**  
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**In re:**

**RAVEN POWER GENERATION  
HOLDINGS LLC,**

**Debtor.**

**Tax I.D. No. (47-1227220)**  
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**In re:**

**RAVEN POWER GROUP LLC,**

**Debtor.**

**Tax I.D. No. (90-0879118)**  
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**In re:**

**RAVEN POWER FINANCE LLC,**

**Debtor.**

**Tax I.D. No. (80-0847931)**  
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**(Emergency Hearing Requested)**





**In re:**  
  
**RAVEN POWER PROPERTY LLC,**  
  
**Debtor.**

**Tax I.D. No. (80-0848561)**  
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**In re:**  
  
**RMGL HOLDINGS LLC,**  
  
**Debtor.**

**Tax I.D. No. (54-2009098)**  
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**In re:**  
  
**BRUNNER ISLAND SERVICES, LLC,**  
  
**Debtor.**

**Tax I.D. No. (23-3098400)**  
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**In re:**  
  
**REALTY COMPANY OF  
PENNSYLVANIA,**  
  
**Debtor.**

**Tax I.D. No. (23-1612742)**  
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**Case No. 22-\_\_\_\_\_ ([●])**  
  
**(Emergency Hearing Requested)**

**In re:**

**BDW CORP.,**

**Debtor.**

**Tax I.D. No. (51-0116798)**  
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**In re:**

**LADY JANE COLLIERIES, INC.,**

**Debtor.**

**Tax I.D. No. (24-0856538)**  
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**In re:**

**MONTOUR SERVICES, LLC,**

**Debtor.**

**Tax I.D. No. (23-3098401)**  
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**In re:**

**HOLTWOOD, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022598)**  
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**Case No. 22-\_\_\_\_ ([●])**

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**Case No. 22-\_\_\_\_ ([●])**

**(Emergency Hearing Requested)**

**In re:**

**MARTINS CREEK, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022600)**

**In re:**

**SAPPHIRE POWER GENERATION  
HOLDINGS LLC,**

**Debtor.**

**Tax I.D. No. (47-1206946)**

**In re:**

**SAPPHIRE POWER LLC,**

**Debtor.**

**Tax I.D. No. (45-2691722)**

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**In re:**

**SAPPHIRE POWER FINANCE LLC,**

**Debtor.**

**Tax I.D. No. (45-2691784)**  
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**In re:**

**MEG GENERATING COMPANY, LLC,**

**Debtor.**

**Tax I.D. No. (26-1759112)**  
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**In re:**

**SAPPHIRE POWER  
MARKETING LLC,**

**Debtor.**

**Tax I.D. No. (37-1740183)**  
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**In re:**

**PEDRICKTOWN MANAGEMENT  
COMPANY LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**  
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**(Emergency Hearing Requested)**

**In re:**

**PEDRICKTOWN INVESTMENT  
COMPANY LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**  
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**In re:**

**PEDRICKTOWN COGENERATION  
COMPANY LP,**

**Debtor.**

**Tax I.D. No. (22-3036391)**  
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**In re:**

**YORK PLANT HOLDING, LLC,**

**Debtor.**

**Tax I.D. No. (39-2053125)**  
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**In re:**

**YORK GENERATION  
COMPANY LLC,**

**Debtor.**

**Tax I.D. No. (33-0058470)**  
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**Chapter 11**

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**(Emergency Hearing Requested)**

**In re:**

**ELMWOOD ENERGY  
HOLDINGS, LLC,**

**Debtor.**

**Tax I.D. No. (27-0651911)**  
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**In re:**

**ELMWOOD PARK POWER, LLC,**

**Debtor.**

**Tax I.D. No. (90-0918628)**  
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**In re:**

**CAMDEN PLANT HOLDING, L.L.C.,**

**Debtor.**

**Tax I.D. No. (05-0607747)**  
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**In re:**

**NEWARK BAY HOLDING  
COMPANY, L.L.C.,**

**Debtor.**

**Tax I.D. No. (20-1589768)**  
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**In re:**

**LIBERTY VIEW POWER, L.L.C.,**

**Debtor.**

**Tax I.D. No. (N/A)**  
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**In re:**

**NEWARK BAY COGENERATION  
PARTNERSHIP, L.P.,**

**Debtor.**

**Tax I.D. No. (33-0346441)**  
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**In re:**

**MORRIS ENERGY MANAGEMENT  
COMPANY, LLC,**

**Debtor.**

**Tax I.D. No. (74-3188636)**  
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**In re:**

**MORRIS ENERGY OPERATIONS  
COMPANY, LLC,**

**Debtor.**

**Tax I.D. No. (26-4724350)**  
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**In re:**

**LOWER MOUNT BETHEL  
ENERGY, LLC,**

**Debtor.**

**Tax I.D. No. (54-1929268)**  
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**In re:**

**PENNSYLVANIA MINES, LLC,**

**Debtor.**

**Tax I.D. No. (23-3056813)**  
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**In re:**

**MC OPCO LLC,**

**Debtor.**

**Tax I.D. No. (32-0585939)**  
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**In re:**

**TALEN NUCLEAR  
DEVELOPMENT, LLC,**

**Debtor.**

**Tax I.D. No. (26-0687913)**  
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**In re:**

**BELL BEND, LLC,**

**Debtor.**

**Tax I.D. No. (26-3159555)**  
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**In re:**

**SUSQUEHANNA NUCLEAR, LLC,**

**Debtor.**

**Tax I.D. No. (23-3022601)**  
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**In re:**

**TALEN TEXAS, LLC,**

**Debtor.**

**Tax I.D. No. (26-2103683)**  
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**In re:**

**BARNEY DAVIS, LLC,**

**Debtor.**

**Tax I.D. No. (20-1045417)**  
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**In re:**

**NUECES BAY, LLC,**

**Debtor.**

**Tax I.D. No. (20-1045645)**

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**In re:**

**LAREDO, LLC,**

**Debtor.**

**Tax I.D. No. (20-1045665)**

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**In re:**

**TALEN TEXAS PROPERTY, LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**

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**In re:**

**TALEN TEXAS GROUP, LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**

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**In re:**

**TALEN ENERGY MARKETING, LLC,**

**Debtor.**

**Tax I.D. No. (23-2974252)**  
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**In re:**

**TALEN ENERGY RETAIL LLC,**

**Debtor.**

**Tax I.D. No. (32-0542921)**  
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**In re:**

**TALEN TREASURE STATE, LLC,**

**Debtor.**

**Tax I.D. No. (26-1661044)**  
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**In re:**

**TALEN ENERGY SERVICES  
GROUP, LLC,**

**Debtor.**

**Tax I.D. No. (23-3065194)**  
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**In re:**

**TALEN ENERGY SERVICES  
HOLDINGS, LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**

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**In re:**

**TALEN ENERGY SERVICES  
NORTHEAST, INC.,**

**Debtor.**

**Tax I.D. No. (04-3125706)**

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**In re:**

**TALEN LAND HOLDINGS, LLC,**

**Debtor.**

**Tax I.D. No. (23-3086488)**

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**In re:**

**TALEN NE LLC,**

**Debtor.**

**Tax I.D. No. (82-1933934)**

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**(Emergency Hearing Requested)**

**In re:**

**NORTHEAST GAS GENERATION  
HOLDINGS, LLC,**

**Debtor.**

**Tax I.D. No. (20-1306738)**  
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**In re:**

**DARTMOUTH PLANT  
HOLDING, LLC,**

**Debtor.**

**Tax I.D. No. (41-2184903)**  
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**In re:**

**DARTMOUTH POWER HOLDING  
COMPANY, L.L.C.,**

**Debtor.**

**Tax I.D. No. (N/A)**  
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**In re:**

**DARTMOUTH POWER  
GENERATION, L.L.C.,**

**Debtor.**

**Tax I.D. No. (N/A)**  
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**(Emergency Hearing Requested)**

**In re:**

**DARTMOUTH POWER ASSOCIATES  
LIMITED PARTNERSHIP,**

**Debtor.**

**Tax I.D. No. (04-3019623)**

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**In re:**

**TALEN II GROWTH PARENT LLC,**

**Debtor.**

**Tax I.D. No. (88-1114172)**

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**In re:**

**TALEN II GROWTH HOLDINGS LLC,**

**Debtor.**

**Tax I.D. No. (87-2689011)**

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**In re:**

**TALEN TECHNOLOGY  
VENTURES LLC,**

**Debtor.**

**Tax I.D. No. (N/A)**

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**Case No. 22-\_\_\_\_\_ ([●])**

**(Emergency Hearing Requested)**

**EMERGENCY MOTION OF DEBTORS  
PURSUANT TO BANKRUPTCY RULE 1015(b)  
AND BANKRUPTCY LOCAL RULE 1015-1 FOR ORDER  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

**EMERGENCY RELIEF HAS BEEN REQUESTED. RELIEF IS REQUESTED NOT LATER THAN 4:00 P.M. (CENTRAL PREVAILING TIME) ON TUESDAY, MAY 10, 2022.**

**IF YOU OBJECT TO THE RELIEF REQUESTED OR YOU BELIEVE THAT EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU MUST APPEAR AT THE HEARING IF ONE IS SET, OR FILE A WRITTEN RESPONSE PRIOR TO THE DATE THAT RELIEF IS REQUESTED IN THE PRECEDING PARAGRAPH. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON TUESDAY, MAY 10, 2022 AT 4:00 P.M. (CENTRAL PREVAILING TIME) IN COURTROOM 404, 4TH FLOOR, 515 RUSK AVENUE, HOUSTON, TX 77002.**

**PARTICIPATION AT THE HEARING WILL ONLY BE PERMITTED BY AN AUDIO AND VIDEO CONNECTION.**

**AUDIO COMMUNICATION WILL BE BY USE OF THE COURT'S DIAL-IN FACILITY. YOU MAY ACCESS THE FACILITY AT 832-917-1510. ONCE CONNECTED, YOU WILL BE ASKED TO ENTER THE CONFERENCE ROOM NUMBER. JUDGE ISGUR'S CONFERENCE ROOM NUMBER IS 954554. VIDEO COMMUNICATION WILL BE BY USE OF THE GOTOMEETING PLATFORM. CONNECT VIA THE FREE GOTOMEETING APPLICATION OR CLICK THE LINK ON JUDGE ISGUR'S HOME PAGE. THE MEETING CODE IS "JUDGEISGUR". CLICK THE SETTINGS ICON IN THE UPPER RIGHT CORNER AND ENTER YOUR NAME UNDER THE PERSONAL INFORMATION SETTING.**

**HEARING APPEARANCES MUST BE MADE ELECTRONICALLY IN ADVANCE OF BOTH ELECTRONIC AND IN-PERSON HEARINGS. TO MAKE YOUR APPEARANCE, CLICK THE "ELECTRONIC APPEARANCE" LINK ON JUDGE ISGUR'S HOME PAGE. SELECT THE CASE NAME, COMPLETE THE REQUIRED FIELDS AND CLICK "SUBMIT" TO COMPLETE YOUR APPEARANCE.**

Talen Energy Supply, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "**Debtors**"), respectfully represent as follows in support of this motion (the "**Motion**"):

### **Background**

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. The Debtors, together with their non-debtor affiliates (collectively, the “**Company**”), are one of the largest competitive energy and power generation companies in North America, owning and/or controlling approximately 13,000 megawatts of generating capacity in wholesale U.S. power markets in the mid-Atlantic, Massachusetts, Texas, and Montana. In addition to geographic diversity, the Company’s generation fleet reflects significant technological and fuel diversity including nuclear, natural gas, oil, and coal, with certain of the Company’s facilities capable of utilizing multiple fuel sources.

3. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Ryan Leland Omohundro in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* (the “**Omohundro Declaration**”),<sup>1</sup> which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Omohundro Declaration.

**Jurisdiction**

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Relief Requested**

5. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Local Rules**”), the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only.

6. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

**Relief Requested Should Be Granted**

7. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Section 101(2) of the Bankruptcy Code defines the term “affiliate” to mean:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls,

or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities—

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote . . . .

11 U.S.C. § 101(2). In addition, Bankruptcy Local Rule 1015-1 provides for the joint administration of related chapter 11 cases. The Debtors are affiliates of one another because Talen Energy Supply, LLC owns, either directly or indirectly, 100% of the outstanding ownership interests in each of the other Debtors. Accordingly, the Court is authorized to jointly administer these chapter 11 cases for procedural purposes.

8. Joint administration of these chapter 11 cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Joint administration will also relieve the Court from entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Southern District of Texas and other parties-in-interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative dockets, pleadings, and papers.

9. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates for procedural purposes, and does not seek substantive consolidation. As such, each creditor will continue to hold its claim against a particular Debtor's estate after this Motion is approved.

10. The Debtors respectfully request that each of the Debtors' chapter 11 cases be administered under a consolidated caption, in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>TALEN ENERGY SUPPLY, LLC, <i>et al.</i>,</b>	§	<b>Case No. 22-90054 (MI)</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	
	§	

<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

11. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket in each Debtor's chapter 11 case (other than the chapter 11 case of Talen Energy Supply, LLC) to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Talen Energy Supply, LLC, *et al.* The docket in Case No. 22-90054 (MI) should be consulted for all matters affecting this case.

12. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

**Notice**

13. Notice of this Motion will be served on any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d).



**No Previous Request**

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 9, 2022  
Houston, Texas

Respectfully submitted,

/s/ Gabriel A. Morgan  
WEIL, GOTSHAL & MANGES LLP  
Gabriel A. Morgan (24125891)  
Clifford Carlson (24090024)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511  
Email: Gabriel.Morgan@weil.com  
Clifford.Carlson@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP  
Matthew S. Barr (*pro hac vice* pending)  
Alexander Welch (*pro hac vice* pending)  
Katherine Lewis (*pro hac vice* pending)  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Email: Matt.Barr@weil.com  
Alexander.Welch@weil.com  
Katherine.Lewis@weil.com

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Certificate of Service**

I hereby certify that on May 9, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed claims, noticing, and solicitation agent.

/s/ Gabriel A. Morgan  
Gabriel A. Morgan